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CHINA FOODS LIMITED
中國食品有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 506)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of China Foods Limited, HEREBY APPOINT ^(Note 3) the chairman of the annual general meeting (the "AGM") or any adjournment thereof, or _____ of _____ as my/our proxy to attend and vote on my/our behalf at the AGM to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 6 June 2023 at 3:30 p.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions set out in the notice of AGM as hereunder indicated:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements and the reports of directors and auditor for the year ended 31 December 2022.		
2.	To declare a final dividend of RMB0.117, equivalent to HK13.3 cents, per share for the year ended 31 December 2022.		
3.	To elect Mr. Shen Xinwen as an executive director.		
4.	To elect Ms. Leung Ka Lai, Ada, sbs as an independent non-executive director.		
5.	To re-elect Mr. Qing Lijun as an executive director.		
6.	To re-elect Mr. Chen Zhigang as a non-executive director.		
7.	To re-elect Mr. Li Hung Kwan, Alfred as an independent non-executive director.		
8.	To authorise the board of directors to fix the directors' remuneration.		
9.	To re-appoint PricewaterhouseCoopers as the auditor and to authorise the board of directors to fix its remuneration.		
10.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company.*		
11.	To give a general mandate to the directors to buy-back shares in the capital of the Company.*		
12.	Subject to the passing of Resolutions 10 and 11, to authorise the directors to issue additional shares representing the nominal value of the shares bought back by the Company.*		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
13.	<p>"THAT:</p> <p>(a) the proposed amendments to the existing Bye-Laws of the Company (the "Proposed Amendments"), details of which are set out in the section headed "APPENDIX 3 – AMENDMENTS TO THE BYE-LAWS" in the circular of the Company dated 28 April, 2023, be and are hereby approved and confirmed;</p> <p>(b) the amended and restated Bye-laws of the Company, which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Bye-laws with immediate effect; and</p> <p>(c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the amended and restated Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong."</p>		

* The full text of these resolutions are set out in the notice of AGM.

Signature(s) ^(Note 7) _____ Dated _____ day of _____ 2023

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING (the "AGM") OR ANY ADJOURNMENT THEREOF, OR" herein stated and insert the name and address of the proxy desired in the space provided in BLOCK CAPITALS. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.
- IMPORTANT: PLEASE INDICATE WITH A "✓" IN THE APPROPRIATE BOX BESIDE EACH OF THE RESOLUTIONS HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF. Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM (or any adjournment thereof) other than those referred to in the notice of AGM.
- For determining the shareholders' eligibility to attend and vote at the AGM of the Company to be held on Tuesday, 6 June 2023, the register of members of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 31 May 2023.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the AGM and any adjourned meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM and any adjourned meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of Personal Data to the Company is on a voluntary basis. "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"). Your Personal Data may be disclosed or transferred to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the purposes of processing and handling your requests and/or instructions given on this form, and retained for such period as may be necessary for such purposes. Request for access to and/or correction of your Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Progressive Limited (Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).